

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

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The Leonard and Madlyn Abramson Family Cancer :
Research Institute at the Abramson Cancer Center :
of the University of Pennsylvania, : 11 Civ. 09108 (NRB)
: :
Plaintiff, : ECF Case
: :
v. : **Oral Argument Requested**
: :
Craig Thompson, M.D., Agios Pharmaceuticals, :
Inc., and Celgene Corporation, :
: :
Defendants. :
: :
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DECLARATION OF PETER J. MACDONALD

I, Peter J. Macdonald, hereby declare as follows:

1. I am an attorney duly admitted to practice in this Court and a partner in the law firm of Wilmer Cutler Pickering Hale and Dorr LLP, at 399 Park Avenue, New York, New York 10022, counsel for Agios Pharmaceuticals, Inc. (“Agios”).

2. I submit this declaration in support of Agios’ motion to dismiss Counts I and III of the Third Amended Complaint.

3. Attached hereto as Exhibit 1 is a true and correct copy of Exhibit D to the complaint filed in the related action captioned *Trustees of the University of Pennsylvania v. Craig Thompson, M.D., et al.*, 12-cv-1330 (NRB) (hereinafter, the “Penn Complaint”), consisting of the Patent and Tangible Research Property Policies and Procedures of the University of Pennsylvania.

4. Attached hereto as Exhibit 2 is, upon information and belief, a true and correct copy of the 2008 Form 990, Return of Organization Exempt from Income Tax, for The Leonard and

Madlyn Abramson Family Cancer Research Institute at the Abramson Cancer Center of the University of Pennsylvania, dated January 28, 2010.

5. Attached hereto as Exhibit 3 is a true and correct copy of Exhibit L to the Penn Complaint, consisting of a February 18, 2010 email from Dr. Robert H. Schenkel to Dr. Craig Thompson, attaching a February 18, 2010 University of Pennsylvania press release entitled “Penn Researchers Find Genetic Link to Leukemias with an Unknown Origin.”

I declare that the foregoing is true and correct.

Executed on March 16, 2012

New York, New York

/s/Peter J. Macdonald
Peter J. Macdonald